

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
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**ORDER APPROVING DEBTORS' OMNIBUS MOTION FOR ENTRY OF ORDER
PURSUANT TO 11 U.S.C. § 365, FED. R. BANKR. P. 6006, AND LBR 6006-1 (I)
AUTHORIZING ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS IN CONNECTION WITH THE SALE, (II) FIXING CURE AMOUNTS
RELATING TO ASSUMED EXECUTORY CONTRACTS, AND (III) GRANTING
CERTAIN RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors (collectively, the "Debtors"), for an order, pursuant to section 365 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 6006-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), for entry of an order (i) authorizing the assumption and assignment of certain executory contracts listed on Exhibit 1 hereto (the "Assignment Schedule") in connection with the Sale, (ii) fixing cure amounts relating to assumed executory contracts, and (iii) granting certain related relief, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). Gawker Media LLC and Gawker Media Group, Inc.'s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10020. Kinja Kft.'s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.
2. The Executory Contracts set forth on the Assignment Schedule annexed hereto are assumed as of the Sale Closing Date.
3. The Debtors are authorized to assume and assign the Executory Contracts annexed on Exhibit 1 to UniModa. The Executory Contracts will be transferred to, and remain in full force and effect for the benefit of UniModa, notwithstanding any provisions in the Executory Contracts, or described in Bankruptcy Code sections 365(b)(2) and (f)(1) and (3), that would otherwise limit or prohibit such assignment. Upon such assignment, pursuant to Bankruptcy Code section 365(k), the Debtors shall have no further liability with respect to the Executory Contracts, and UniModa shall be entitled to the benefits and enforce the Executory Contracts in accordance with the terms thereof.
4. All Cure Amounts shall be deemed fixed as set forth on the Assignment Schedule.
5. All Cure Amounts in connection with the Executory Contracts shall be made promptly after the entry of this order on a final basis.

6. UniModa has provided adequate assurance of future performance in respect of the Executory Contracts, and no further showing of adequate assurance is necessary.

7. Nothing in this order constitutes a waiver of any claims the Debtors may have against the applicable counterparties to the Executory Contracts listed on the Assignment Schedule, whether or not such claims are related to the Executory Contracts.

8. Upon entry of this Order, the counterparties of the Executory Contracts shall be forever barred and enjoined from asserting against the Debtors any defaults, claims, interest, or other default penalties under the Executory Contracts arising before the date of this Order.

9. The fourteen-day stay imposed by Bankruptcy Rule 6006(d) is hereby waived.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

11. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: New York, New York
October 6th, 2016

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Assignment Schedule

ASSIGNMENT SCHEDULE

| Row | Contract Counterparty | Description of Contract or Lease and Nature of Debtor's Interest | Effective Assumption and Assignment Date | Assignee | Cure Amount |
|-----|---|---|--|--------------|-------------|
| 1 | Blizzard Entertainment c/o Liquid Advertising | Insertion Order # 4422 - WoW 7.0 Legion Launch | September 9, 2016 | UniModa, LLC | \$0.00 |
| 2 | Blizzard Entertainment c/o Liquid Advertising | Insertion Order - IO # 4507 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 3 | Bloomsbury | Insertion Order - dated as of 7/6/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 4 | Carat USA, Inc. | Invoice - Order # O-L1QP | September 9, 2016 | UniModa, LLC | \$0.00 |
| 5 | Empowering Media from Dentsu Aegis Network | Insertion Order - Order # O-K94H | September 9, 2016 | UniModa, LLC | \$0.00 |
| 6 | Essence Digital Ltd. | Advertising Insertion Order - PO ID 7096 - Devices H2 2016 Upfront Q4 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 7 | Essence Digital Ltd. | Advertising Insertion Order - PO ID 7376 - Devices H2 2016 Upfront Q4 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 8 | Essence Digital Ltd. | Advertising Insertion Order - PO ID 7467 - Nexus H2 2016 US | September 9, 2016 | UniModa, LLC | \$0.00 |
| 9 | Fowler, Noah | Purchase order dated as of August 22, 2016, Job #2811 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 10 | Gilt Groupe, Inc. | Insertion Order - dated as of 8/17/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 11 | Horizon Media Inc. | Insertion Order - Do Now S2 - dated as of 7/12/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 12 | Icon International | Digital Order Report - Order # 1197 - 3 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 13 | Innocean Worldwide | Insertion Order - Order # O-J34T-R2 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 14 | iProspect | Insertion Order - Diehard 2016 - dated as of 6/12/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 15 | iProspect.com, Inc. | Insertion Order - FY17 National - dated as of | September 9, 2016 | UniModa, LLC | \$0.00 |

| Row | Contract Counterparty | Description of Contract or Lease and Nature of Debtor's Interest | Effective Assumption and Assignment Date | Assignee | Cure Amount |
|-----|--------------------------|--|--|--------------|-------------|
| | | 8/15/2016 | | | |
| 16 | Irving Harvey LLC | Purchase order dated as of September 8, 2016, Job #2432 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 17 | Lynch, Carmichael | Order # DCP-1230573-943033 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 18 | MC Media | Insertion Order - Order # O-GCKX-R2 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 19 | MC Media | Insertion Order - Order # O-FF0X-R4 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 20 | MC Media | Insertion Order- Order # O-F875-R11 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 21 | McGarrah Jessee Media LP | Media Insertion Order - Costa 2016 DKOR Campaign - dated as of 5/24/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 22 | McNeely, Holden | Purchase order dated as of September 8, 2016, Job #2861 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 23 | Media Storm | Insertion Order - Order # 2433 - 11 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 24 | Mediacom - MSNYPCOM | Insertion Order - Order # O-FL6Q-R9 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 25 | Mediacom - MSNYPCOM | Invoice - Order # O-JTGY | September 9, 2016 | UniModa, LLC | \$0.00 |
| 26 | MEDIAEDGE :CIA MEC | Invoice - Order # O-FH0L-R10 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 27 | Merkley + Partners | Digital Campaign Contract - dated as of 7/25/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 28 | Mindshare New York | Insertion Order - Order # O-HP75-R4 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 29 | Noble People LLC | Insertion Order - Evol Q3/Q4 Campaign - 9/6/16-10/30/16 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 30 | Noble People LLC | Insertion Order - Evol Q3/Q4 Campaign - 9/6/16-10/30/16 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 31 | Off Base Productions | Insertion Order - Tome of the Sun - dated as of 8/7/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 32 | OMD Digital | Invoice - Order # O-KTQ0 | September 9, 2016 | UniModa, LLC | \$0.00 |

| Row | Contract Counterparty | Description of Contract or Lease and Nature of Debtor's Interest | Effective Assumption and Assignment Date | Assignee | Cure Amount |
|-----|---|---|--|--------------|-------------|
| 33 | PHD | Insertion Order - Order # O-KH6F | September 9, 2016 | UniModa, LLC | \$0.00 |
| 34 | PMG | Insertion Order - Marklogic Video Campaign 2016 - dated as of 8/18/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 35 | Prometheus | Insertion Order - Order # O-HSBS-R1 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 36 | Prometheus | Insertion Order - Order # O-J17D | September 9, 2016 | UniModa, LLC | \$0.00 |
| 37 | Razorfish Seattle | Insertion Order - Order # O-HR7V-R14 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 38 | Razorfish Seattle | Insertion Order - Order # O-J7ZV-R5 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 39 | Rong, Blake | Purchase order dated as of September 1, 2016, Job #2839 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 40 | Space150 | Media Order - Order # DCP-741209-894503 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 41 | Square Enix c/o Liquid Advertising | Insertion Order - IO # 4330 - HITMAN - Americas Digital Campaign | September 9, 2016 | UniModa, LLC | \$0.00 |
| 42 | Square Enix c/o Liquid Advertising | Insertion Order - Project # 4539 - Rise of the Tomb Raider PS4 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 43 | Starcom | Order # O-DJ9Y-R6 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 44 | Starcom | Insertion Order - Order # O-K6VM-R5 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 45 | Submersive Media | Purchase order dated as of August 22, 2016, Job #2948 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 46 | Submersive, LLC | Purchase order dated as of August 22, 2016 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 47 | Tangible Media, Inc. | Insertion Order - Order # 244 - 5 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 48 | United HealthCare Insurance Company of New York | Dental HMO Group Policy | September 9, 2016 | UniModa, LLC | \$0.00 |
| 49 | United HealthCare Insurance | Dental PPO & INO Group Policy | September 9, 2016 | UniModa, LLC | \$0.00 |

| Row | Contract Counterparty | Description of Contract or Lease and Nature of Debtor's Interest | Effective Assumption and Assignment Date | Assignee | Cure Amount |
|-----|---|--|--|--------------|-------------|
| | Company of New York | | | | |
| 50 | United HealthCare Insurance Company of New York | Vision Group Policy | September 9, 2016 | UniModa, LLC | \$0.00 |
| 51 | United HealthCare Insurance Company of New York | Certificate of Coverage for the Plan XZ7 (Base Plan), Enrolling Group No. 904094, Effective Date: 1/1/2015 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 52 | United HealthCare Insurance Company of New York | Certificate of Coverage for the Plan X2Q (Gold Plan), Enrolling Group No. 904094, Effective Date: 1/1/2015 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 53 | United HealthCare Insurance Company of New York | Certificate of Coverage for the Plan XZ2 (Silver Plan), Enrolling Group No. 904094, Effective Date: 1/1/2015 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 54 | United HealthCare Insurance Company of New York | Certificate of Coverage for the Plan XZD (Base Plan), Enrolling Group No. 904094, Effective Date: 1/1/2015 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 55 | Von D, Blake | Purchase order dated as of September 7, 2016, Job #3101 | September 9, 2016 | UniModa, LLC | \$0.00 |
| 56 | Wargaming | Insertion Order - Master of Orion - dated as of 6/14/2016 | September 9, 2016 | UniModa, LLC | \$0.00 |